

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF MICHIGAN
SOUTHERN DIVISION

FRAMING SYSTEMS, INC.,

Plaintiff,

v.

Case No. 23-cv-12981
Honorable Linda V. Parker

BEZTAK LAND COMPANY and
MAPLE ELM DEVELOPMENT
COMPANY II, LLC,

Defendants.

ORDER TO SHOW CAUSE

On November 22, 2023, Plaintiff filed this lawsuit against Defendants asserting federal subject matter jurisdiction pursuant 28 U.S.C. § 1332(a) (“diversity jurisdiction”). Section 1332(a) provides in pertinent part that, “[t]he district courts shall have original jurisdiction of all civil actions where the matter in controversy exceeds the sum or value of \$75,000, exclusive of interests and costs, and is between- (1) citizens of different States[.]” 28 U.S.C. § 1332(a).

In the Complaint, Plaintiff identifies itself as an Ohio corporation with its principal places of business in Cuyahoga County, Ohio. (ECF No. 1 at PageID 2, ¶ 1.) Plaintiff then identifies the citizenship of Defendants by referring to the State where they were incorporated (Michigan) and where they have their principal

places of business (Farmington Hills, Michigan). (*Id.* at PageID 2, ¶¶ 2, 3.)

For purposes of § 1332, a corporation is considered “to be a citizen of every State and foreign state by which it has been incorporated and of the State or foreign state where it has its *principal* place of business.” 28 U.S.C. § 1332(c)(1) (emphasis added). Defendant Maple Elm Development Company II, LLC (“Maple Elm”) is a limited liability company, however. Unincorporated entities are not like corporations. Instead, the citizenship of an unincorporated entity “depends on the citizenship of ‘all its members.’” *Americold Realty Tr. v. Conagra Foods, Inc.*, 577 U.S. 378, 381 (2016) (brackets omitted) (quoting *Carden v. Arkoma Assoc.*, 494 U.S. 185, 195-96 (1990)); *Delay v. Rosenthal Collins Grp., LLC*, 585 F.3d 1003, 1005 (6th Cir. 2009) (citations omitted). Unincorporated entities “have the citizenship of each partner or member.” *Delay*, 585 F.3d at 1005 (citing *Carden*, 494 U.S. at 187-92). The Supreme Court has “equated an association’s members with its owners or ‘the several persons composing such association.’” *Id.* (quoting *Carden*, 494 U.S. at 197).

Plaintiff fails to identify the member(s) of Maple Elm or the citizenship of the member(s). As a result, the Court is unable to conclude that it has federal subject matter jurisdiction.

Accordingly,

IT IS ORDERED that within fourteen (14) days of the date of this Order,

Plaintiff shall show cause as to why this action should not be dismissed for lack of subject matter jurisdiction.

SO ORDERED.

s/ Linda V. Parker
LINDA V. PARKER
U.S. DISTRICT JUDGE

Dated: November 27, 2023